

**LAW OFFICES OF  
LOUIS E. GITOMER**

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September 25, 2009

Honorable Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
Washington, DC 20423

RECORDATION NO. 22604-D FILED

SEP 25 '09 -12 46 PM

**SURFACE TRANSPORTATION BOARD**

Dear Acting Secretary Quinlan:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is Mortgage Supplement No. 3 (CSXT 1999), a secondary document, dated as of September 25, 2009. The primary document to which this is connected is recorded under Recordation No. 22604. We request that this document be given Recordation No. 22604-D.

The names and addresses of the parties to Mortgage Supplement No. 3 (CSXT 1999) are:

**Security Trustee:**

Manufacturers and Traders Trust Company  
25 South Charles Street, Suite 1601  
Mailcode MD2-CS58  
Baltimore, MD 21201

**Borrower:**

CSX Transportation, Inc.  
500 Water Street  
Jacksonville, FL 32202

A description of the equipment covered by the Mortgage Supplement No. 3 (CSXT 1999) consists of three SD70MAC diesel electric locomotives numbered CSXT 4790-4792, inclusive.

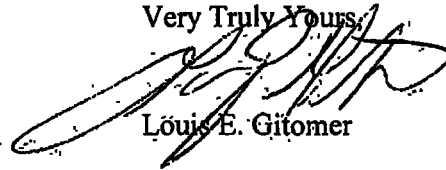
Honorable Anne K. Quinlan  
September 25, 2009  
Page 2

A fee of \$ 41.00 is enclosed. Please return a copy by email to

Louis E. Gitomer  
600 Baltimore Avenue  
Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

A short summary of the document to appear in the index follows: Mortgage Supplement No. 3 (CSXT 1999) between Manufacturers and Traders Trust Company, 25 South Charles Street, Suite 1601, Mailcode MD2-CS58, Baltimore, MD 21201, and CSX Transportation, Inc., 500 Water Street, Jacksonville, FL 32202, consisting of three SD70MAC diesel electric locomotives numbered CSXT 4790-4792, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'L. Gitomer', written over the typed name 'Louis E. Gitomer'.

Louis E. Gitomer

Enclosures

RECORDATION NO.

22604-15  
FILED

EXECUTION COPY

SEP 25 '09 -12 46 PM

**SURFACE TRANSPORTATION BOARD**

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MORTGAGE SUPPLEMENT NO. 3 (CSXT 1999)

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Between

CSX TRANSPORTATION, INC.  
as Borrower

in favor of

MANUFACTURERS AND TRADERS TRUST COMPANY,  
as Security Trustee

General Motors Corporation (Electro-Motive Division)  
Model SD70MAC Diesel Electric Locomotives

Dated September 25, 2009

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Memorandum of Mortgage Supplement filed with the Surface Transportation Board pursuant to 49 U.S.C. §11301 on \_\_\_\_\_, 2009, at \_\_:\_\_.m., recordation number \_\_\_\_\_, and deposited in the Office of the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on \_\_\_\_\_, 2009, at \_\_:\_\_.m.

### MORTGAGE SUPPLEMENT NO. 3

MORTGAGE SUPPLEMENT NO. 3 (CSXT 1999), dated September 25, 2009 by CSX TRANSPORTATION, INC., a Virginia corporation with its principal place of business at 500 Water Street, Jacksonville, Florida 32202 (together with its successors and permitted assigns, the "Borrower"), in favor of MANUFACTURERS AND TRADERS TRUST COMPANY, a national banking association, not in its individual capacity, but solely as Security Trustee under the Mortgage referred to below (together with its successors and permitted assigns, the "Security Trustee").

WHEREAS, the Borrower has heretofore executed and delivered to the Security Trustee a Mortgage and Security Agreement (CSXT 1999), dated December 15, 1999 (as amended, supplemented or restated and in effect from time to time, the "Mortgage") between the Borrower and Manufacturers and Traders Trust Company (formerly known as Allfirst Bank), not in its individual capacity, except as otherwise expressly provided therein, but solely as Security Trustee thereunder, which Mortgage provides for the execution and delivery of a supplement thereto substantially in the form hereof which shall particularly describe the Items of Equipment and any Replacement Items of Equipment included in the Collateral and shall specifically mortgage such Items of Equipment or Replacement Items of Equipment as the case may be, to the Security Trustee (terms used in this instrument having the meanings assigned thereto in the Mortgage);

WHEREAS, in consideration of the Lenders providing a release of a certain portion of the Collateral, the Borrower has agreed to add to the Collateral the Items of Equipment described in Schedule I hereto and the Mortgage relates to the Items of Equipment described in Schedule I hereto;

NOW, THEREFORE, as contemplated by the Mortgage, the Borrower has granted, bargained, sold, assigned, transferred, conveyed, mortgaged, pledged and confirmed, and does hereby grant, bargain, sell, assign, transfer, convey, mortgage, pledge and confirm unto the Security Trustee and its successors and permitted assigns, for the security and benefit of the Lenders, the Agent, the Paying Agent and the Security Trustee, a security interest in and first priority mortgage lien upon, all estate, right, title and interest of the Borrower in, to and under the property described in Schedule I hereto as security for the due and prompt payment and performance of the Obligations. The property described in Schedule I hereto shall be deemed to be Items of Equipment for all purposes under the Mortgage, Loan Agreement and all related documents

This Mortgage Supplement shall be construed as supplemental to the Mortgage and shall form a part thereof; and the Mortgage is hereby incorporated by reference herein to the same extent as if fully set forth herein and is hereby ratified, approved and confirmed in all respects.


This Mortgage Supplement may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same instrument.

This Mortgage Supplement shall be governed by and construed in accordance with the laws of the State of New York, without regard to conflict of laws principles.

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IN WITNESS WHEREOF, the parties hereto have caused this Mortgage Supplement to be duly executed, as of the day and year first above written

CSX TRANSPORTATION, INC.,  
as Borrower

By:   
Name: Fredrik J. Eliasson  
Title: Vice President Finance-  
Commercial

MANUFACTURERS AND TRADERS  
TRUST COMPANY,  
as Security Trustee

By: \_\_\_\_\_  
Name: Robert D. Brown  
Title: Administrative Vice President

IN WITNESS WHEREOF, the parties hereto have caused this Mortgage Supplement to be duly executed, as of the day and year first above written.

CSX TRANSPORTATION, INC.,  
as Borrower

By: \_\_\_\_\_  
Name: Fredrik J. Eliasson  
Title: Vice President Finance-  
Commercial

MANUFACTURERS AND TRADERS  
TRUST COMPANY,  
as Security Trustee

By: *Robert D. Brown*  
Name: Robert D. Brown  
Title: Administrative Vice President

SCHEDULE I  
to  
Mortgage Supplement

IDENTIFICATION OF ITEMS OF EQUIPMENT:

General Motors Corporation (Electro-Motive Division) SD70MAC Diesel  
Electric Locomotives with Borrower's road numbers as follows:

Road Numbers

CSXT 4790-4792, inclusive-



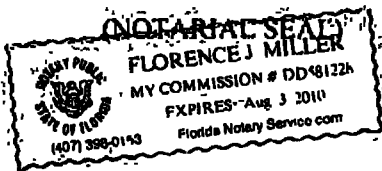
STATE OF FLORIDA


SS

COUNTY OF DUVAL

On this, the 25th day of September, 2009, before me, a notary public, personally appeared Frederik J Eliasson to me personally known, who being by me duly sworn, says that he is the Vice President Finance-Commercial of CSX Transportation, Inc, that said instrument was executed on September 25, 2009 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation

Sworn to before me this  
25th day of September, 2009



  
Notary Public

My Commission Expires: *Aug 3, 2010*

STATE OF MARYLAND

:

SS

CITY OF BALTIMORE

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On this, the 24th day of September, 2009, before me, a notary public, personally appeared Robert D. Brown, to me personally known, who being by me duly sworn, says that he is the Administrative Vice President, of Manufacturers and Traders Trust Company, that said instrument was executed on September 24, 2009 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sworn to before me this  
24th day of September, 2009

(NOTARIAL SEAL)

*Deborah K. Bullock*

Notary Public

My Commission Expires: 4/1/2010

